EXHIBIT III-3

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May 18, 2004

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«Contact_Company»
«CLEC»
«Contact_Address_Line_1» «Contact_Address_Line_2»
«Contact_City», «Contact_State» «Contact_ZIP»

Subject: **NOTICE OF DISCONTINUATION OF UNBUNDLED NETWORK ELEMENTS**

This letter is a **formal notice** under the interconnection agreement between «Legal_Entity» and «CLEC» for the «State».

In its Report and Order and Order on Remand and Further Notice of Proposed Rulemaking, CC Docket Nos. 01-338, 96-98, and 98-147, FCC 03-36, 18 FCC Rcd 16978, released on August 21, 2003 (the "Triennial Review Order"), the Federal Communications Commission promulgated new rules and regulations pertaining to the availability of unbundled network elements pursuant to Section 251(c)(3) of the Communications Act of 1934 (the "Act"). Among other things, the FCC determined that CLECs are not impaired without access to unbundled local circuit switching that is subject to the Four Lines Carve-Out Rule,[*] or shared transport used in connection with such unbundled switching, and that ILECs such as Verizon therefore are not required to provide the foregoing network elements on an unbundled basis under Section 251(c)(3) of the Act.

The FCC's rules and regulations pertaining to unbundled switching subject to the Four Lines Carve-Out Rule, and shared transport used in connection with the same, took effect on October 2, 2003, and the related provisions of the Triennial Review Order were affirmed by the U.S. Court of Appeals for the D.C. Circuit on March 2, 2004.

In accordance with the foregoing decisions, Verizon hereby provides formal notice to your company that, after August 22, 2004, Verizon will no longer provide, under Section 251(c)(3) of the Act, either: (i) unbundled local circuit switching subject to the Four Lines Carve-Out Rule, whether alone or in

[*] Local circuit switching that is subject to the FCC's Four Lines Carve-Out Rule is generally described in the Triennial Review Order as local circuit switching that, if provided to a requesting telecommunications carrier would be used for the purpose of serving customers with four or more DS0 loops in density zone one of the top fifty metropolitan statistical areas. The FCC's Four-Line Carve-Out Rule is more fully described in the Triennial Review Order and the FCC's rules. See, for instance, Triennial Review Order, at Paragraph 525, and 47 CFR § 51.319(d)(3)(ii).

combination with any other network element (*e.g.*, combinations of unbundled local circuit switching and loops in a configuration that would be subject to the Four Lines Carve-Out Rule, referred to herein as "Four Lines or More UNE-P"), or (ii) unbundled shared transport for use with unbundled local circuit switching subject to the Four Lines Carve-Out Rule.

To the extent notice of changes in law, or notice of termination of service/facilities availability, is relevant to the foregoing and is required under your interconnection agreement, this letter shall serve as such notice.

Although Four Lines or More UNE-P will no longer be available from Verizon after August 22, 2004, Verizon will continue to make local dialtone services available for resale to end users with four or more lines after that date under Section 251(c)(4) of the Act. In addition, Verizon is prepared to enter into commercial negotiations for alternative service arrangements that may offer certain advantages over Section 251(c)(4) resale. If your company has not already commenced commercial negotiations with Verizon and wishes to do so, please contact the following Verizon representative to obtain a nondisclosure agreement under which such negotiations may be conducted:

Mr. Michael D. Tinyk
Verizon Services Corp.
Suite 500
1515 North Courthouse Road
Arlington, VA 22201
Phone: 703-351-3159
Fax: 703-351-3664
Email: michael.d.tinyk@Verizon.com

Verizon is prepared to work with your company to migrate its existing Four Lines or More UNE-P arrangements to suitable alternative services (such as resale or an alternative commercial arrangement) prior to August 22, 2004. Should your company fail to migrate its Four Lines or More UNE-P service arrangements to an alternative service on or before that date, Verizon will begin billing any Four Lines or More UNE-P arrangements that remain in place after August 22, 2004 at a rate equivalent to the Section 251(c)(4) resale rate for business service applicable in that jurisdiction in order to avoid service disruption. The new rate will be effected by means of a surcharge that will be added to the applicable UNE-P rates for the four or more lines. Additional information about this surcharge and the areas included in the carve-out will be provided in the near future. If your company prefers not to pay the resale equivalent rates, your company may of course terminate any Four Lines or More UNE-P service arrangements through existing disconnect processes.

If you believe that your company's interconnection agreement requires Verizon to continue providing unbundled local circuit switching subject to the Four Lines Carve-Out Rule and related shared transport after August 22, 2004, please provide written support for your position to Mr. Michael Tinyk at the address shown above.

If we do not hear from your company by July 1, 2004, Verizon will give effect to the foregoing notice after August 22, 2004.

Jeffrey A. Masoner

Vice President Interconnection Services

«Contract_Number»